

Exhibit A

Confirmation Procedures Order (Blackline)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al. ¹)	Case No. 01-01139 (JKF)
)	Jointly Administered
Debtors.)	Re: Docket No. []
)	[] Agenda Item []
)	
)	

**ORDER APPROVING DISCLOSURE STATEMENT,
SOLICITATION AND CONFIRMATION PROCEDURES,
CONFIRMATION SCHEDULE AND RELATED RELIEF**

Upon the ~~motion (the “Motion”)~~² Motion of the Debtors for an Order Approving
Disclosure Statement, Solicitation and Confirmation Procedures, Confirmation Schedule and
Related Relief (Docket No. 19620) (the “Motion”)² ~~of and~~ the Debtors seeking entry of an
order (i) ~~approving~~ having filed the Debtors’ ~~Disclosure Statement~~ disclosure statement (Docket
No. _____) (the “Disclosure Statement”) ~~for~~ in relation to the First Amended Joint Plan of

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food ‘N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., GC Limited Partners I, Inc., (f/k/a Grace Cocoa Limited Partners I, Inc.), GC Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc. GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² Capitalized terms not defined herein shall have the same meaning as in the Motion.

Reorganization under Chapter 11 of the Bankruptcy Code of W. R. Grace & Co, et al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants' Representative, and the Official Committee of Equity Security Holders Dated as of ~~September 19,~~November 10, 2008 (Docket No. _____) (as it may be amended and including all exhibits and supplements thereto, the "Plan") and notice of the ~~Disclosure Statement Hearing, (ii) approving Voting Procedures with respect to solicitation and tabulation of votes on the Plan, (iii) approving the forms of Ballots and Master Ballots, (iv) approving the form of Non-Voting Class Notice, (v) approving the Confirmation Hearing Notice and (vi) establishing certain dates and deadlines in relation to confirmation of the Plan on~~November 10, 2008;³ and the Debtors having filed the Exhibit Book (Docket No. 19580) relating to the Plan and Disclosure Statement on September 19, 2008 and amended the Exhibit Book on October 22, 2008 (Docket No. 19849), October 24, 2008 (Docket No. 19866) and on November 10, 2008 (Docket Nos. _____); and the Debtors also having filed a Notice of Filing of Amendments to Proposed Confirmation and Solicitation Procedures on November 10, 2008 (Docket No. _____) (the "Confirmation Procedures Amendments"); and the Court having reviewed and considered all timely filed objections to the Motion and the Disclosure Statement and the Debtors' Consolidated Response to such objections; and the Court having held a ~~hearing~~hearings on the Motion and the adequacy of the Disclosure Statement ~~(the "Hearing")~~on October 27, 2008, November 13, 2008 and November 14, 2008 (collectively, the "Hearings"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearings establish just cause for the relief granted herein:

THE COURT HEREBY FINDS THAT:

³ The Disclosure Statement and Plan filed on November _____, 2008 amended previous versions of the Disclosure Statement (Docket No. 19851) and the Plan (Docket No. 19579) filed on September 19, 2008.

A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.

B. This proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue of this proceeding and the Motion is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

C. Adequate notice of the Motion and the Hearings, made in the manner described in the Motion, including the form of the Disclosure Statement Hearing Notice annexed as Exhibit B to the Motion, was sufficient and appropriate under the circumstances and complied with the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

D. The Disclosure Statement contains “adequate information” within the meaning of section 1125 of the Bankruptcy Code.

E. The Disclosure Statement complies with Bankruptcy Rule 3016 and describes in specific and conspicuous language all acts to be enjoined by, and identifies the entities subject to, all Plan injunctions against conduct not otherwise enjoined under the Bankruptcy Code.

F. The Voting Procedures attached ~~hereto~~ to the Motion as Exhibit ~~A~~ (C, as amended by the “Voting Confirmation Procedures” Amendments, provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code and the Bankruptcy Rules.

G. The Ballots and Master Ballots attached ~~hereto~~ to the Motion collectively as Exhibit BD, as amended by the Confirmation Procedures Amendments, are sufficiently consistent with Official Form No. 14, adequately address the particular needs of these chapter 11

cases, and are appropriate for each class of claims and interests entitled ~~under the Plan~~ to vote to accept or reject the Plan, **including on a provisional basis.**

H. **Unless otherwise provided in the Plan,** Ballots need not be provided to ~~claims~~**Holders of Claims** in ~~e~~**Classes** that are designated as unimpaired under the Plan or to parties that are not entitled to vote on the Plan. The form of Notice of Non-Voting Class Status attached hereto ~~to the Motion~~ as ~~Exhibit E~~**as amended by the Confirmation Procedures Amendments**, is adequate and sufficient notice to be sent to Holders of Claims in unimpaired classes who are not entitled to vote on the Plan **and who will not receive a provisional Ballot.** **The form of Notice of Non-Voting Claim Status attached to the Confirmation Procedures Amendments as Exhibit G is adequate and sufficient notice to be sent to Holders of Claims in Class 9 who are being provisionally solicited, but certain of who will not be entitled to vote under the Voting Procedures even if it is determined that Class 9 is impaired.**

I. Pursuant to Bankruptcy Rule 3017(d), sufficient cause exists to set the Record Date at a date other than the date the order approving the Disclosure Statement is entered.

J. In accordance with Bankruptcy Rule 3017(e), the procedures set forth in the Voting Procedures for transmitting Solicitation Packages to beneficial holders of stock of the Debtors are adequate.

K. The contents of the Solicitation Packages, as set forth in the Voting Procedures, comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties.

L. The combination of direct and published notice of the Plan and Confirmation Hearing, as set forth in both the Motion and the Voting Procedures, and the form

of the Confirmation Hearing Notice attached hereto as ~~Exhibit D~~ to the Motion as Exhibit F, as amended by the Confirmation Procedures Amendments, and the form of the Publication Notice attached to the Confirmation Procedures Amendments as Exhibit H (the "Publication Notice") are adequate and sufficient and satisfy the requirements of due process with respect to all known and unknown creditors of the Debtors.

M. The form of the Notice to Counterparties to Executory Contracts and Unexpired Leases attached to the Confirmation Procedures Amendments as Exhibit I (the "Notice to Counterparties to Executory Contracts and Unexpired Leases") is adequate and sufficient notice to counterparties to executory contracts and unexpired leases of the treatment of executory contracts and unexpired leases under the Plan.

N. The form of the Notice of Procedures Relating to Payment of Post-Petition Interest on General Unsecured Claims attached to the Confirmation Procedures Amendments as Exhibit J (the "Post-Petition Interest Procedures Notice") is adequate and sufficient notice to Holders of General Unsecured Claims of the procedures in the Plan relating to the payment of post-petition interest with respect to General Unsecured Claims.

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Disclosure Statement is APPROVED.

Confirmation Hearing:

3. A hearing (the "Confirmation Hearing") to consider confirmation of the Plan will commence on the [____], 2009, at []:[] a.m., prevailing Eastern time, before the Honorable Judith K. Fitzgerald, United States Bankruptcy Judge, United States Bankruptcy Court for the District of Delaware, at the United States Bankruptcy Court, Western District of Pennsylvania, 5414 U.S. Steel Tower, 600 Grant Street, Pittsburgh, PA 15219.

4. The Confirmation Hearing may be continued from time to time by announcing such continuance in open court and providing written notice to parties that have filed Voting Motions or objections to confirmation of the Plan.

Plan Objection Deadline:

5. The deadline to file objections to confirmation of the Plan (the "Plan Objection Deadline") is **4:00 p.m., prevailing Eastern time on [____], 2008.**

6. All objections to confirmation of the Plan must be served in a manner so that they are actually received on or before 4:00 p.m., prevailing Eastern time, on the Plan Objection Deadline by (a) counsel to the Debtors, (b) counsel to each of the statutory committees appointed in these chapter 11 cases, (c) counsel to each of the future claimants' representatives appointed in these chapter 11 cases, (d) counsel to Sealed Air Corporation and Cryovac, Inc., (e) counsel to Fresenius, and (f) the United States Trustee (collectively, the "Notice Parties"). The addresses for service upon the Notice Parties are included in Section 11.11 of the Plan, except for the United States Trustee, which shall be served at the following address:

Office of the United States Trustee
Attn: David Klauder, Esq.
844 King Street, Suite ~~2313~~2207
Wilmington, Delaware 19801

7. All objections to the Plan shall (a) state with particularity the legal and factual grounds for such objection, (b) provide, where applicable, the specific text, if any, that the objecting party believes to be appropriate to insert into the Plan, and (c) describe the nature and amount of the objector's Claim or Equity Interest.

8. Objections not timely filed and served in accordance with the provisions of this Confirmation Procedures Order shall not be heard and shall be overruled.

9. The Debtors and the Plan Proponents are authorized to file an omnibus reply ~~(the "Omnibus Reply Brief in Support of Confirmation")~~ to any timely filed objection(s) and/or supplemental brief in support of confirmation on or before the date which is seven (7) calendar days before the Confirmation Hearing, which shall be served by electronic or facsimile transmission or overnight mail on the same date upon the relevant objecting parties and the Notice Parties.

10. The Debtors are authorized to file the Plan Supplement described in the Plan on or before the date ~~which~~that is ten (10) calendar days before the ~~Confirmation Hearing~~Plan Objection Deadline, and shall serve the Plan Supplement on the Notice Parties and all parties requesting notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002.

Voting Deadline:

11. All Ballots or Master Ballots accepting or rejecting the Plan must be received by BMC Group, Inc. (the "Voting Agent") by 4:00 p.m., prevailing Eastern time, no later than _____, 2008 (the "Voting Deadline"), at the following address:

By U.S. Mail:

BMC Group, Inc.
Attn: W. R. Grace Voting Agent
P.O. Box 2007
Chanhassen, MN 55317-2007

By Courier:

BMC Group, Inc.
Attn: W. R. Grace Voting Agent
17850 Lake Drive East
Chanhassen, MN 55317

Form and Manner of Confirmation Hearing and Solicitation Packages Notice:

12. The Confirmation Hearing Notice, substantially in the form attached to the Motion as Exhibit F, as amended by the Confirmation Procedures Amendments, is hereby APPROVED.

13. The Publication Notice, substantially in the form attached to the Confirmation Procedures Amendments as Exhibit H, is hereby APPROVED.

14. ~~12. The Confirmation Hearing Notice, substantially in the form attached hereto as Exhibit D, is hereby approved.~~ The Debtors shall ~~mail~~serve the Confirmation Hearing Notice **by first-class mail** on or before a date that is not less than 25 calendar days before the Plan Objection Deadline on the parties described in the Motion.

15. ~~13.~~ Not less than 25 calendar days before the Plan Objection Deadline, **or as soon as practical thereafter,** the Debtors shall publish **(a)** the Confirmation Hearing Notice (as may be reasonably modified to accommodate publication size limitations) once in each of the following publications ~~(a) the weekday edition of the national editions of USA Today, The Wall Street Journal and The New York Times,~~ **and (b) the Publication Notice once in (i)** Andrews's Asbestos Litigation Reporter and Mealey's Litigation Report: Asbestos, ~~(eii) the Sunday newspaper supplements Parade magazine and USA Weekend magazine, (diii) Newsweek, TV Guide, Sports Illustrated and U.S. News and World Report and (eiv) appropriate Canadian publications consistent with the Debtors' previous noticing programs in Canada (or comparable publications, as determined by the Debtors' notice consultant).~~

Voting Record Date:

16. ~~14.~~ Pursuant to Bankruptcy Rules 3017(d) and 3018(a), the record date for purposes of determining which creditors **and interest holders** are entitled to vote on the Plan shall be the date which is two (2) business days following the date on which this Court enters this **Confirmation Procedures** Order approving the Disclosure Statement (the "**Voting Record Date**"). The Debtors shall specify the Voting Record Date in the Confirmation Hearing Notice. Only Holders of Claims and Equity Interests as of the Voting Record Date shall be entitled to vote to accept or reject the Plan.

17. ~~15.~~ With respect to a Claim transferred after the applicable proof of claim has been filed, the transferee shall be entitled to receive a Solicitation Package and cast a Ballot on account of such Claim only if (a) all actions necessary to effect the transfer of the Claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Voting Record Date or (b) the transferee files by the Voting Record Date (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer and (ii) a sworn statement of the transferor supporting the validity of the transfer.

Voting Procedures and Solicitation:

18. ~~16.~~ The Voting Procedures attached ~~hereto~~ to the Motion as Exhibit A are APPROVED, as amended by the Confirmation Procedures Amendments, including the special procedures relating to the solicitation and tabulation of Asbestos PI and Asbestos PD Claims, are APPROVED.

19. ~~17.~~ Not more than fifteen (15) calendar days after the date on which this Court enters this Confirmation Procedures Order (the "Solicitation Date"), the Debtors shall mail the Solicitation Packages, which shall consist of copies of: (i) the Confirmation Hearing Notice; (ii) this Confirmation Procedures Order without exhibits; (iii) the Disclosure Statement, (iv) the Exhibit Book (with the Plan attached as an Exhibit therein); (v) the Voting Procedures; (vi) one or more applicable Ballots and/or Master Ballots, together with voting instructions and information relative to the return of the Ballots or Master Ballots, or a Notice of Non-Voting Claim Status (if applicable); and (vii) pre-addressed return envelopes, to the parties entitled to vote on the Plan pursuant to the Voting Procedures. The Debtors shall also cause the Plan, Disclosure Statement, Confirmation Hearing Notice, Exhibit Book and this Confirmation Procedures Order (with all referenced exhibits) to be posted on their website at www.grace.com and the website maintained by the Voting Agent at www.bmcgroup.com/wrgrace.

20. ~~18.~~ To avoid duplication and reduce expenses, Claimants who have more than one Claim shall receive only one Solicitation Package, but shall receive one Ballot for each different Claim. Each Claim held by a particular creditor as a result of such Claim having been transferred to such creditor by another creditor (or former creditor), either before or after the Petition Date, constitutes a separate Claim.

21. ~~19.~~ If a Claimant has filed proofs of claim against more than one Debtor for the same debt obligation, the Claimant shall receive only a single Ballot with respect to that obligation and the corresponding vote shall count as a single vote, whether or not the Claimant submits multiple Ballots. Ballots solicited and tabulated pursuant to this paragraph may be used to confirm the Plan only if the Court orders limited substantive consolidation of the Debtors' estates as the Plan requests.

22. ~~20.~~ On or before the Solicitation Distribution Date, the Debtors shall mail or cause to be mailed copies of this Confirmation Procedures Order (without any referenced exhibits), the Confirmation Hearing Notice, together with the Notice of Non-Voting Class Status, to all Holders of Claims or Equity Interests in Classes which are not entitled to vote to accept or reject the Plan and who are not being provisionally solicited under the Voting Procedures.

23. *On or before the Solicitation Distribution Date, the Debtors shall mail or cause to be mailed copies of the Confirmation Hearing Notice and the Notice to Counterparties to Executory Contracts and Unexpired Leases to all non-Debtors parties to executory contracts or unexpired leases listed on the Debtors' schedules of executory contracts and unexpired leases filed previously with the Court.*

24. ~~21. On or before the Solicitation Distribution Date, the Debtors shall mail or cause to be mailed copies of this Confirmation Procedures Order (without exhibits) and~~ On or

before the Solicitation Distribution Date, the Debtors shall mail or cause to be mailed copies of the Confirmation Hearing Notice to all parties requesting notice in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002 who are not otherwise Holders of Claims or Equity Interests in Classes that are entitled to vote to accept or reject the Plan.

25. ~~22.~~—The Debtors are excused from re-mailing Solicitation Packages or Notices, as the case may be, to those entities whose addresses differ from the addresses in the claims register or the Debtors' records as of the Voting Record Date, or whose Solicitation Packages or Confirmation Hearing Notices are returned for any other reason not the fault of the Debtors.

Form of Ballots and Notice of Non-Voting Class Status Notices:

26. ~~23.~~—The Ballots and Master Ballots, substantially in the forms collectively attached to this the Motion as Exhibit B, as amended by the Confirmation Procedures Order as Exhibit B, Amendments, are hereby APPROVED.

27. ~~24.~~—All votes to accept or reject the Plan must be cast by using the appropriate Ballot and Master Ballot.

28. ~~25.~~—The Notice of Non-Voting Class Status, substantially in the form attached to this the Motion as Exhibit E, as amended by the Confirmation Procedures Order as Exhibit C Amendments, is hereby APPROVED.

29. The Notice of Non-Voting Claim Status, substantially in the form attached to the Confirmation Procedures Amendments as Exhibit G, is hereby APPROVED.

30. The Post-Petition Interest Procedures Notice, substantially in the form attached to the Confirmation Procedures Amendments as Exhibit J, is hereby

APPROVED, and shall be sent to Holders of General Unsecured Claims in Class 9 in connection with the distribution of Solicitation Packages to such Holders.

*Voting Motions **and Classification Objections:***

31. ~~26.~~ Any holder of a Claim that seeks to challenge the amount of its Claim for voting purposes may file a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim in a different amount for purposes of voting (a “Voting Motion”). A Voting Motion must be filed on or before the ~~twentieth (20) day before the Voting~~ Deadline, and must be accompanied by a declaration by an appropriate representative of a moving party ~~(i) that~~ **(a) attaches a completed Ballot** indicating how such party intends to vote on the Plan and ~~(ii) certifying,~~ **(b) certifies** the proposed voting amount and classification of the applicable **Claim and (c) attaches any evidence in support of the proposed voting amount of such** Claim. As to any Holder of a Claim filing a Voting Motion, such Holder’s vote shall not be counted other than as already provided in the Voting Procedures unless temporarily allowed by the Bankruptcy Court for voting purposes, after notice and a hearing. **A Holder of a Claim who timely Files a Voting Motion with a properly completed declaration as required above does not need to submit a Ballot to the Voting Agent.**

32. **Any Holder of a Claim who intends to pursue an objection to confirmation of the Plan on the grounds that such Holder’s Claim is not properly classified may request a Ballot from the Voting Agent for provisional voting under a different Class and may vote to accept or reject the Plan pursuant to the following procedures:**

- (a) The objecting Claimant must File a declaration with the Bankruptcy Court (a “Disputed Classification Declaration”) on or before the Voting Deadline, which attaches (i) the Claimant’s completed original Ballot indicating the Claimant’s vote if the Debtors’ classification of the Claim at issue is upheld and (ii) the Claimant’s completed provisional Ballot indicating the Claimant’s vote if it prevails on its classification objection.**

- (b) The Disputed Classification Declaration also must summarize the basis for the Claimant's classification objection.**
- (c) If the objecting Claimant also disputes the amount of its Claim for voting purposes, the Claimant must File a Voting Motion pursuant to Section 10(f)(i) of the Voting Procedures in addition to Filing a Disputed Classification Declaration.**
- (d) Unless otherwise ordered by the Bankruptcy Court, the Debtors shall report to the Bankruptcy Court in connection with the Confirmation Hearing the tabulation of votes for all Claims for which a Disputed Classification Declaration has been Filed using both (i) the original classification of the Claims that are subject to Disputed Classification Declarations and (ii) a provisional classification reflecting the requests in the Disputed Classification Declarations.**
- (e) A Claimant who Files a Disputed Classification Declaration must File its objection to the Plan and its classification of such Claimant's Claims on or before the Plan Objection Deadline.**

33. ~~27.~~—The Debtors are authorized to correct and to otherwise make non-substantive changes to the Voting Procedures, Ballots, Master Ballots and other notices approved by this Confirmation Procedures Order without further order of the Court before they are mailed to parties in interest, including changes to correct typographical, grammatical and/or formatting errors or omissions and to conform the Voting Procedures, Ballots, Master Ballots and other notices to any modifications to the Plan and/or Disclosure Statement.

34. ~~28.~~—The Debtors are authorized and empowered to take all actions and execute such other documents as may be necessary to implement the relief granted herein.

35. ~~29.~~—This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Confirmation Procedures Order.

Dated: _____, 2008

Honorable Judith K. Fitzgerald

Document comparison done by Workshare DeltaView on Monday, November 10, 2008
9:06:46 PM

Input:	
Document 1	interwovenSite://NYDMS/LEGAL/13248030/7
Document 2	interwovenSite://NYDMS/LEGAL/13248030/9
Rendering set	Basic K&E

Legend:	
<u>Insertion</u>	
Deletion	
<i>Moved from</i>	
<u>Moved to</u>	
Style change	
Format change	
Moved deletion	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Redline Summary:		
No.	Change	Text
1-2	Change	"K&E 13248030.7" changed to "K&E 13248030.9"
3-4	Change	"K&E 13248030.7" changed to "K&E 13248030.9"
5-6	Change	"Upon the motion (the "Motion"); ² " changed to "Upon the Motion of the...19620) (the "Motion"); ² "
7-8	Change	"of the Debtors" changed to "and the Debtors"
9-10	Change	"the Debtors seeking entry...approving the Debtors" changed to "the Debtors having filed the Debtors"
11-12	Change	"Disclosure Statement (the "Disclosure Statement")" changed to "disclosure statement..." "Disclosure Statement")"
13-14	Change	"(the "Disclosure Statement") for the" changed to "(the "Disclosure Statement") in relation to the"
15	Change	"the Joint Plan of Reorganization under" changed to "the First Amended Joint...of Reorganization"

		under"
16-17	Change	"Equity Security Holders...of September 19, 2008 (" changed to "Equity Security Holders...of November 10, 2008 ("
18	Change	"2008 (as it may be amended and including" changed to "2008 (Docket No. ____)...be amended and including"
19-20	Change	"supplements thereto, the...confirmation of the Plan" changed to "supplements thereto, the...on November 10, 2008; ³ "
21	Insertion	³ The Disclosure...on September 19, 2008.
22	Change	"; and the Court having held" changed to "and the Debtors having...the Court having held"
23-24	Change	"; and the Court having...Motion and the adequacy" changed to "; and the Court having...Motion and the adequacy"
25-26	Change	"adequacy of the...(the "Hearing") and" changed to "adequacy of the...the "Hearings"); and"
27	Change	"and having determined that the legal" changed to "and the Court having determined that the legal"
28	Insertion	in the Motion and at the Hearings
29	Insertion	notice of the Motion and the Hearings
30	Change	"Statement Hearing Notice...was sufficient and" changed to "Statement Hearing Notice...was sufficient and"
31-32	Change	"F. The Voting Procedures...hereto as Exhibit" changed to "F. The Voting Procedures...to the Motion as Exhibit"
33-34	Change	"as Exhibit A (the" changed to "as Exhibit C, as amended by the"
35-36	Change	"the "Voting Procedures" changed to "the Confirmation Procedures"
37-38	Change	"Procedures") provide for a fair and equitable" changed to "Procedures Amendments,...for a fair and equitable"
39-40	Change	"Ballots and Master...collectively as Exhibit" changed to "Ballots and Master...collectively as Exhibit"

41-42	Change	"collectively as Exhibit B...consistent with" changed to "collectively as Exhibit...consistent with"
43	Change	"of claims and interests...to accept or reject the" changed to "of claims and interests...to accept or reject the"
44	Change	"vote to accept or reject the Plan." changed to "vote to accept or reject...on a provisional basis."
45	Change	"H. Ballots need not be provided to" changed to "H. Unless otherwise...need not be provided to"
46-47	Change	"Ballots need not be provided to claims in" changed to "Ballots need not be...to Holders of Claims in"
48-49	Change	"in classes" changed to "in Classes"
50-51	Change	"Non-Voting Class Status...hereto as Exhibit" changed to "Non-Voting Class Status...to the Motion as Exhibit"
52-53	Change	"as Exhibit C is adequate and sufficient notice" changed to "as Exhibit E, as amended...and sufficient notice"
54	Change	"not entitled to vote on the Plan." changed to "not entitled to vote on...Class 9 is impaired."
55-56	Change	"Confirmation Hearing...and sufficient and" changed to "Confirmation Hearing...and sufficient and"
57-58	Insertion	M. The form of the Notice...leases under the Plan.
59-60	Insertion	N. The form of the Notice...Unsecured Claims.
61-62	Change	"prevailing Eastern time on [____], 2008." changed to "prevailing Eastern time on [____], ____."
63-64	Change	"844 King Street, Suite 2313" changed to "844 King Street, Suite 2207"
65	Change	"authorized to file an...filed objection(s)" changed to "authorized to file an...filed objection(s)"
66-67	Change	"the Plan on or before the...calendar days before" changed to "the Plan on or before the...calendar days before"

68-69	Change	"ten (10) calendar days...the Plan Supplement" changed to "ten (10) calendar days...the Plan Supplement"
70-71	Change	"Supplement on the Notice Parties." changed to "Supplement on the Notice...to Bankruptcy Rule 2002."
72-73	Change	"time, no later than...Deadline"), at the" changed to "time, no later than...Deadline"), at the"
74	Change	"BMC Group, Inc." changed to "BMC Group, Inc."
75	Change	"By Courier:" changed to "By Courier."
76	Insertion	12.
77	Moved to	The Confirmation Hearing...in the form attached
78	Insertion	to the Motion as Exhibit...is hereby APPROVED.
79-80	Insertion	13. The Publication...H, is hereby APPROVED.
81	Insertion	12.
82	Moved from	The Confirmation Hearing...in the form attached
83	Change	"hereto as Exhibit D, is... The Debtors shall" changed to "The Debtors shall"
84-85	Change	"The Debtors shall mail...Hearing Notice" changed to "The Debtors shall serve...Hearing Notice"
86	Change	"the Confirmation Hearing...a date that is not" changed to "the Confirmation Hearing...a date that is not"
87	Change	"Not less than 25 calendar days before" changed to "13. Not less than 25 calendar days before"
88	Change	"before the Plan Objection...Debtors shall publish" changed to "before the Plan Objection...Debtors shall publish"
89	Change	"the Debtors shall publish...Hearing Notice" changed to "the Debtors shall publish...Hearing Notice"
90	Change	"publication size...The Wall Street Journal" changed to "publication size...The Wall Street Journal"
91	Change	"Journal and The New York Times, (b)" changed to "Journal and The New York Times, and (b)"
92	Change	"(b) Andrews" changed to "(b) the Publication Notice once in (i) Andrews"
93-94	Change	"s Litigation Report:...newspaper supplements"

		changed to "s Litigation Report:...newspaper supplements"
95-96	Change	"magazine and USA Weekend...Sports Illustrated" changed to "magazine and USA Weekend...Sports Illustrated"
97-98	Change	"U.S. News and World...Canadian publications" changed to "U.S. News and World...Canadian publications"
99	Change	"Pursuant to Bankruptcy Rules 3017(d)" changed to "14. Pursuant to Bankruptcy Rules 3017(d)"
100	Change	"of determining which...to vote on the Plan" changed to "of determining which...to vote on the Plan"
101	Change	"on which this Court...approving the Disclosure" changed to "on which this Court...approving the Disclosure"
102	Change	"With respect to a Claim transferred" changed to "15. With respect to a Claim transferred"
103	Change	"Voting Procedures:" changed to "Voting Procedures and Solicitation:"
104	Change	"The Voting Procedures attached" changed to "16. The Voting Procedures attached"
105-106	Change	"The Voting Procedures attached hereto as Exhibit" changed to "The Voting Procedures...to the Motion as Exhibit"
107-108	Change	"as Exhibit A are...the special procedures" changed to "as Exhibit B, as amended...the special procedures"
109	Change	"solicitation and tabulation of Asbestos PI Claims" changed to "solicitation and...and Asbestos PD Claims"
110	Change	"Claims." changed to "Claims, are APPROVED."
111	Change	"Not more than fifteen (15) calendar" changed to "17. Not more than fifteen (15) calendar"
112	Change	"of the Ballots or Master...pre-addressed return" changed to "of the Ballots or Master...pre-addressed return"
113	Change	"Confirmation Procedures...to be posted on their" changed to "Confirmation Procedures...to be posted on their"
114	Change	"To avoid duplication and reduce" changed to "18. To avoid duplication and reduce"
115	Change	"If a Claimant has filed proofs of" changed to "19. If a Claimant has filed proofs of"
116	Change	"On or before the Solicitation Distribution"

		changed to "20. On or before the Solicitation Distribution"
117	Change	"Confirmation Procedures...the Confirmation Hearing" changed to "Confirmation Procedures...the Confirmation Hearing"
118	Change	"vote to accept or reject the Plan." changed to "vote to accept or reject...the Voting Procedures."
119	Insertion	23.
120	Moved to	On or before the...to be mailed copies of
121	Insertion	the Confirmation Hearing...with the Court.
122	Insertion	21.
123	Moved from	On or before the...to be mailed copies of
124-125	Change	"this Confirmation...Hearing Notice" changed to "On or before the...Hearing Notice"
126	Change	"not otherwise Holders of...that are entitled" changed to "not otherwise Holders of...that are entitled"
127	Change	"The Debtors are excused from re-mailing" changed to "22. The Debtors are excused from re-mailing"
128-129	Change	"Form of Ballots and...Non-Voting Class Status:" changed to "Form of Ballots and Notices:"
130	Change	"The Ballots and Master Ballots," changed to "23. The Ballots and Master Ballots,"
131-132	Change	"forms collectively...Confirmation Procedures" changed to "forms collectively...Confirmation Procedures"
133-134	Change	"Confirmation Procedures...B, are hereby APPROVED." changed to "Confirmation Procedures...are hereby APPROVED."
135	Change	"All votes to accept or reject the" changed to "24. All votes to accept or reject the"
136	Change	"The Notice of Non-Voting Class Status," changed to "25. The Notice of Non-Voting Class Status,"
137-138	Change	"substantially in the form...Confirmation Procedures" changed to "substantially in the form...Confirmation Procedures"
139-140	Change	"Confirmation Procedures...C, is hereby APPROVED." changed to "Confirmation Procedures...is hereby APPROVED."
141-142	Insertion	29. The Notice of...G, is hereby APPROVED.
143-144	Insertion	30. The Post-Petition...to such Holders.
145	Change	"Voting Motions:" changed to "Voting Motions and Classification Objections:"

146	Change	"Any holder of a Claim that seeks" changed to "26. Any holder of a Claim that seeks"
147	Change	"must be filed on or...and must be accompanied" changed to "must be filed on or...and must be accompanied"
148-149	Change	"representative of a...how such party intends" changed to "representative of a...how such party intends"
150-151	Change	"party intends to vote on...certifying the proposed" changed to "party intends to vote on...certifies the proposed"
152	Change	"the proposed amount" changed to "the proposed voting amount"
153	Change	"amount and classification of the applicable" changed to "amount of the applicable"
154	Change	"of the applicable Claim. ...to any Holder of a Claim" changed to "of the applicable Claim...to any Holder of a Claim"
155	Insertion	purposes, after notice...to the Voting Agent.
156-157	Insertion	32. Any Holder of a Claim...following procedures:
158-159	Insertion	(a) The objecting...objection.
160-161	Insertion	(b) The Disputed...objection.
162-163	Insertion	(c) If the objecting...Declaration.
164-165	Insertion	(d) Unless otherwise...Declarations.
166-167	Insertion	(e) A Claimant who Files...Plan Objection Deadline.
168	Change	"The Debtors are authorized to correct" changed to "27. The Debtors are authorized to correct"
169	Change	"The Debtors are authorized and empowered" changed to "28. The Debtors are authorized and empowered"
170	Change	"This Court shall retain jurisdiction" changed to "29. This Court shall retain jurisdiction"

Statistics:	
	Count
Insertions	98
Deletions	68
Moved from	2
Moved to	2
Style change	0
Format changed	0
Total changes	170

